

Executed in 7 Counterparts of  
which this is Counterpart No. 5

JAN 21 1981 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT

SUPPLEMENTAL AGREEMENT, dated as of October 20, 1980, by and between BURLINGTON NORTHERN INC. (successor by merger effective March 2, 1970 to Northern Pacific Railway Company), a Delaware corporation (said companies hereinafter collectively called the Railway Company), and FIRST PENNSYLVANIA BANK N. A. (hereinafter called the Assignee).

WHEREAS, PULLMAN INCORPORATED (Pullman-Standard Division) (hereinafter called the Manufacturer) entered into a Conditional Sale Agreement dated as of September 1, 1967 (hereinafter called the Conditional Sale Agreement), pursuant to which the Manufacturer agreed to construct, sell and deliver to the Railway Company and the Railway Company agreed to purchase the railroad equipment (hereinafter called the Equipment) described in Annex B to the said Conditional Sale Agreement; and

WHEREAS, the Manufacturer thereafter assigned its rights under the Conditional Sale Agreement and its right, title and interest to the Equipment to the Assignee pursuant to an Agreement and Assignment dated as of September 1, 1967 (hereinafter called the Assignment), between the Manufacturer and the Assignee; and

WHEREAS, the Conditional Sale Agreement and the Assignment were filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act on September 22, 1967, at 9:30 a.m. and were assigned Recordation No. 4528; and

WHEREAS, the parties hereto now desire to amend the Conditional Sale Agreement to change the description of the Equipment in Annex B thereto by substituting therefor two (2) new units pursuant to Article 5 of the Conditional Sale Agreement and to amend the Assignment accordingly;

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, it is agreed by and between the parties hereto that:

1. The Conditional Sale Agreement is hereby amended by substituting in Annex B thereto two (2) 26,000 gallon tank cars bearing Burlington Northern road Nos. 875075 and 875076.

2. The Assignment is hereby amended to permit the aforesaid change in the Conditional Sale Agreement as though originally set forth in the Conditional Sale Agreement.

3. The Railway Company will promptly cause this Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act and this Supplemental Agreement shall become effective upon such filing and recording.

4. Except as amended and supplemented hereby, the

Conditional Sale Agreement and the Assignment shall remain unaltered and in full force and effect.

5. This Supplemental Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such counterpart. Although this Supplemental Agreement is dated for convenience as of October 20, 1980, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgments hereto annexed.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Agreement to be duly executed as of the date first above written.

BURLINGTON NORTHERN INC.

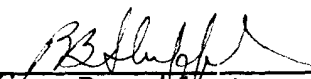
By Frank H. Coyne  
Executive Vice President

(SEAL)

ATTEST:


J. Bech  
Assistant Secretary

FIRST PENNSYLVANIA BANK N. A.

By   
Vice President

(SEAL)

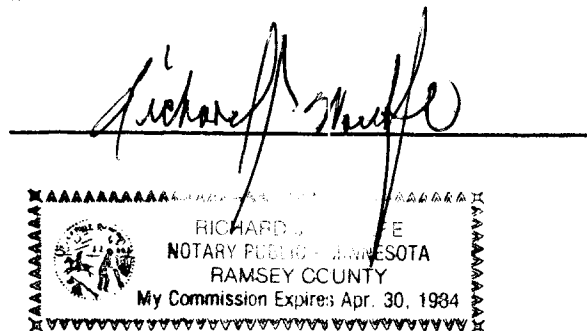
ATTEST:

  
Assistant Secretary

STATE OF MINNESOTA     )  
                                  ) SS  
COUNTY OF RAMSEY     )

On this 17<sup>th</sup> day of January, 1981, before me personally appeared Frank H. Coyne, to me personally known, who being by me duly sworn, says that he is an Executive Vice President of Burlington Northern Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)



STATE OF PENNSYLVANIA )  
 ) ss.  
COUNTY OF PHILADELPHIA)

On this 30<sup>th</sup> day of December, 1980, before me personally appeared P. B. Snuffer to me personally known, who being by me duly sworn, says that he is a Vice President of First Pennsylvania Bank N. A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Lynn M. Attarian  
Notary Public

LYNN M. ATTARIAN  
Notary Public, Phila., Phila. Co.  
My Commission Expires May 3, 1982



**BURLINGTON NORTHERN**

LAW DEPARTMENT

RECORDATION NO. 5809-2  
FILED 1425

JAN 21 1981 - 11 15 AM

176 East Fifth Street  
St. Paul, Minnesota 55101  
Telephone (612) 298-2121

INTERSTATE COMMERCE COMMISSION

January 16, 1981

Office of the  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Sirs:

Enclosed for filing, pursuant to Section 11303 of the Interstate Commerce Act, are three counterparts of Supplemental Lease of Equipment dated October 20, 1980, supplementing an equipment trust lease which together with an agreement constitutes Burlington Northern Equipment Trust of 1970, Series 1.

A general description of the equipment covered by the enclosed supplement is as follows: Three 26,000 gallon tank cars, numbered and lettered BN 875071-875073.

The equipment trust lease and agreement constituting the equipment trust was recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned a recordation number as follows:

	<u>Date Recorded</u>	<u>Recordation Number</u>
Burlington Northern Inc. Equipment Trust of 1970, Series 1	8-21-70	5809

The names and addresses of the parties to the Supplemental Agreement are as follows:

Chase Manhattan Bank, N.A., One Chase Manhattan  
Plaza, New York, New York 10015

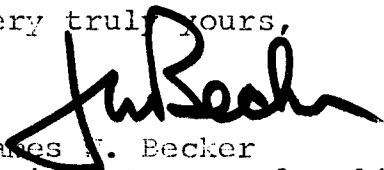
Burlington Northern Inc., Lessee, 176 East Fifth  
Street, St. Paul, Minnesota 55101

Also enclosed is a check in the amount of \$10 payable to you as Secretary of the Commission covering the \$10 cost of recording of the attached Supplemental Agreement.

Interstate Commerce Commission  
January 16, 1981  
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Please stamp one counterpart with the recordation data of the Commission and return it to the bearer of this letter, Mrs. Carolyn H. Kunkel, Kunkel Transportation Services, Inc., 523 Pennsylvania Building, 425 - 13th Street, N.W., Washington, D.C. 20004.

Very truly yours,



James F. Becker  
Assistant General Solicitor

JWB:jb

Enclosures